

Constitution and Bylaws of the Neurobehavioral Teratology Society

(As of June, 2006)

Constitution

Article I—Name and objectives

Section 1. This Society shall be known as the NEUROBEHAVIORAL TERATOLOGY SOCIETY.

Section 2. Offices. The principal office of the Society shall be located at the Children's Hospital Research Foundation, Cincinnati, Ohio, and the mailing address shall be located in the city of residence of the Secretary. The Society may also have offices at such other places as the Council may from time to time establish for the purposes the Society may require.

Section 3. The objective of the Society shall be to stimulate scientific interest in and promote the exchange of ideas and information about problems of abnormal neurobehavioral development at the fundamental or clinical level.

Article II—Membership

Section 1. There shall be the following types of memberships:

- (a) Regular
- (b) Associate
- (c) Combined
- (d) Sustaining
- (e) Honorary
- (f) Emeritus
- (g) Provisional

A. Regular membership in the Society shall be open to persons who have demonstrated substantive interest in its purposes. Substantive interest shall be defined by the Membership Committee (Article VI, Section 2). Nominations are submitted to the Secretary, who will transmit them to the Membership Committee (Article VI, Section 2).

B. Associate Members shall be (a) persons with a baccalaureate degree who are registered as full-time candidates for a higher degree and who wish to participate in activities of the Society or (b) persons without a doctoral degree who are employed as technical staff in support of the research of a Regular Member of the Society and who wish to participate in activities of the Society. Applications for Associate Membership must be sponsored by a Regular Member of the Society and transmitted via the Secretary to the Membership Committee (Article VI, Section 2). Names of nominees will be presented to the membership at the Annual Meeting for election as Associate Members of the Society by a majority vote of those present. Associate Members shall be voting members of the Society but may not stand for office in the Society. Associate Members in category (a) will be required to verify on a yearly basis that they are still enrolled as full-time candidates for a post-baccalaureate degree and, upon completion of a higher degree program or termination of school, will automatically be given the opportunity to join the Society as a Regular Member.

C. Where husband and wife both qualify for regular membership, they may elect a combined membership entitling each of them to be listed as a member and to vote, but be required to pay for only one copy of the Journal.

D. All organizations interested in any aspect of neurobehavioral teratology shall be eligible for sustaining membership. Each sustaining member shall have the privilege of being represented without a vote at meetings of the Society by one delegate appointed by the sustaining member.

E. Honorary members may be elected by the membership at the Annual Meeting, upon recommendation by the Council, from among the regular members or from nonmembers by a majority vote of those voting at an Annual Meeting. Honorary members shall have all the voting rights and privileges of regular members and are exempt from payment of annual dues.

F. Members who have retired from their professional posts shall become emeritus members upon application in writing to the Secretary. Emeritus members shall have all the voting rights and privileges of active members and are exempt from payment of annual dues. Registration fees for the annual Meeting for Emeritus Members will be waived.

G. Nominees for Regular or Associate Membership may be granted standing as Provisional members by majority vote of the Membership Committee (Article VI, Section 2) prior to the Annual Meeting. Provisional members may submit abstracts to the Annual Meeting and receive the journal, but shall not hold office, be appointed to Committees, or vote. Names of nominees will be presented to the membership at the Annual Meeting for election to membership by a majority vote of those present.

Section 2. Regular, Associate, Combined, Provisional, and Sustaining members shall pay to the Society annual dues as specified in the Bylaws.

Section 3. Termination of Membership. Membership in the Society shall cease through any of the following:

- (a) By resignation.
- (b) If a Provisional member is not elected to the Society by membership vote at the Annual Meeting.
- (c) If a member has defaulted in the payment of annual dues.
- (d) If, after consideration of a report from the Council, the majority of the members of the Society responding to a postal service mail-in ballot decide that a member shall be expelled from membership on the grounds that his (her) conduct is detrimental to the honor or interests of the Society and its objectives, or is calculated to bring the work of the Society or its members into disrepute.

Section 4. Reinstatement. Members who have resigned or who have been dropped for nonpayment of dues may apply for reinstatement on written application to the Secretary. Applications for reinstatement are reviewed by the Membership Committee for approval by Council. Reinstatement of approved applicants becomes effective when the Treasurer receives payment of dues for the year in which reinstatement is granted.

Section 5. The right of any member to vote and all rights, title and interest, both legal and equitable, of a member in the Society shall cease on termination of his (her) membership.

Section 6. Unless explicitly stated to the contrary, the primary method of communication and dissemination of non-confidential information among NBTs members is via electronic mail (e-mail). Members who do not wish to receive communications from the Society via electronic mail may opt to receive them via the U.S. Postal Service mail.

Article III—Officers

Section 1. The Officers of the Society shall be a President, a President-Elect, a Secretary, a Treasurer, and an Archivist.

Section 2. Election and Qualifications. The Officers of the Society shall be elected by a majority vote of the members voting by postal service mail-in ballots or by electronic balloting, including but not limited to e-mail ballots or by casting ballots on a secure website. Their terms of office shall begin at the close of the Annual Meeting. The President and President-Elect shall serve for one year, the Secretary and Treasurer for two years, and the Archivist for three years. The President-Elect shall automatically assume the Office of the President at the end of his (her)

one-year term of office or at any time the Office of the President becomes vacant. In the latter instance, he or she may succeed himself (herself), but this is the only circumstance under which an individual may succeed himself (herself). Nevertheless, an individual may serve up to two terms as President so long as the terms are not successive. The Secretary, Treasurer, and Archivist may be re-elected once successively or otherwise. No individual may hold more than one office at a time. This shall include the position of Editor-in-Chief of the Journal, but excludes members of the Publications Committee.

Section 3. Vacancies. If any office of the Society other than that of the President becomes vacant during the intervals between the meetings of the Society, the Council may elect, by majority vote, in person, by postal service mail-in ballot, or by electronic balloting, including but not limited to e-mail ballots or by casting ballots on a secure website, an Officer to fill a vacancy. An Officer so elected shall serve until the next meeting of the Society and the election of his (her) successor. Said election will follow the procedure as described in Article VI, Section I.

Article IV–Council

Section 1. Control and Administration of the Society. The control and administration of the Society shall be vested in a Council consisting of the Officers, the most recent Past-President of the Society, who will serve on the Council for one year, three elected members of the Society (Councilors), a Liaison member of Council, and a nonvoting associate member representative. The Chairpersons of all committees shall be *ex-officio* voting members of Council. The Officers of the Society shall serve on the Council during their terms of office. The remaining regular members of the Council shall serve for a term of three years and shall not be eligible for re-election to the same post for two years after retiring from office. The President of the Society shall be Chairperson of the Council.

Section 2. The three elected members of Council shall serve for a period of three years. The term of office for each elected member of Council shall expire during different years. The term of the new member of Council shall begin at the close of the Annual Meeting in which he or she was installed.

Section 3. The Liaison member of Council shall be elected for a term of three years. The purpose of this office is to serve as a liaison between the Society and any other organization with which the Society may wish to interact for purposes of scientific interchange of information, or for sponsorship of symposia, workshops or meetings on topics related to neurobehavioral teratology. This member of Council will serve, therefore, to represent the interests and intentions of the Society in all interactions with other organizations as the President, a majority of Council, or a majority of the voting membership may direct.

Section 4. A representative of the Associate members may be appointed annually by the President upon advice of the Council. This representative of the student membership will be a non-voting member of the Council and will serve to represent and voice the concerns of the Associate membership.

Section 5. Vacancies. Any vacancy of the Council, other than of Officers, may be filled by postal service mail-in vote or by electronic balloting, including but not limited to e-mail ballots or by casting ballots on a secure website, of the majority of the remaining members of the Council. Any member so elected shall hold office until the next Annual Meeting.

Section 6. Powers. The Council shall pass on nominations for membership, approve the time and place for meetings, determine the nature and conduct of meetings, advise on policies of the Society, be responsible for the funds of the Society, and conduct such other business of the Society as may be desirable.

Article V–Journal

Section 1. The Journal. The sponsored scientific journal of the Society shall be Neurotoxicology and Teratology by contractual agreement with its Publisher, Elsevier Science, Inc., 655 Avenue of the Americas, New York, NY 10010-5107. The Society shall adhere to the terms of said contract in good faith and shall exercise all rights and privileges afforded it under its

terms, including the right to cancel the contract under the termination provisions set forth therein. The Society agrees that subscription to the Journal shall be an integral part of membership and shall be incorporated into the dues structure of the Society for all Regular members. Combined memberships shall be required to hold only one subscription to the Journal. Sustaining, Honorary, and Emeritus members are exempt from the subscription requirement. Associate members are offered subscription on an optional basis. In addition, Regular and Combined members may apply for exemption on the basis of financial hardship. Such exemptions shall be reviewed and acted upon by Council. Requests for exemptions must be submitted in writing to the Society. The Society shall ensure that no less than 75% of all members subscribe to the Journal.

Section 2. *Governance.* The Society shall elect ten (10) members to serve on the Editorial Board of the Journal for terms of three (3) years. Re-election to the Editorial Board is not limited. The Editorial Board members elected by the Society shall constitute the Publications Committee of the Society. The committee shall put forth nominations from the committee for a chairperson from which Council shall make the final selection. The chairperson shall preside at meetings of the committee, and shall also serve as the Society's representative to the Journal Committee (See Article VI, Section 5). The chairperson shall also serve terms of two (2) years and may not serve for more than three terms in this capacity. The chairperson shall seek the advice of the Publications Committee and Council in representing the interests of the Society to the Editor-in-Chief, the Publisher, and to the entire Editorial Board of the Journal. The chairperson cannot simultaneously serve as chairperson and as Editor-in-Chief or as a Section Editor of the Journal.

Section 3. *Editor-in-Chief.* The Editor-in-Chief must be a member of one of the societies sponsoring the Journal. The Editor-in-Chief serves under contract to Elsevier Science, Inc. for terms of three (3) years, with options for renewal contracts which cannot exceed three (3) years. Responsibility for editorial material, control over selection, and substantive editing shall be vested in the Editor-in-Chief. The Editor-in-Chief shall be appointed by the Journal Committee.

Section 4. *Section Editors.* Section Editors are appointed by the Journal Committee.

Section 5. *Abstracts.* The Society has the option of publishing abstracts of its Annual Meeting in the Journal for a rate negotiated with Elsevier Science and to receive 200 free copies thereof.

Section 6. *Society Business.* The Society has the option to publish news, commentary, and other material pertaining to the business of the Society in the Journal in camera-ready form. Editorial control of such material shall be the responsibility of the Secretary of the Society.

Article VI—Standing Committees

Section 1. *Nominations Committee.* The committee shall be composed of three members, one member per year appointed by the President and serving a term of three years. During the third year of a term that member shall serve as chairperson. No individual shall be eligible for reappointment to this committee for one year following completion of a three-year term. The Nominations Committee members shall avoid real or apparent conflicts of interest. Examples of potential conflict that must be avoided include nomination of a current member of the Nominating Committee; nomination of a mentor by his or her student; nomination of an administrator by his or her subordinate; and nomination of an individual by his or her spouse. The Nominations Committee shall submit a slate of at least two nominees for each of the outstanding vacancies to each member, by postal service mail or email, at least seventy-five (75) days before the Annual Meeting. Space must be supplied on the ballot to permit write-in votes for each open position. Other nominations for Officers, the Council and other vacancies will be included if a petition is signed by nine (9) or more members of the Society and filed with the Secretary ninety (90) days before the Annual Meeting. Each nominee must agree to have his (her) name placed on the slate before the slate is mailed via postal service or email to the membership. Elections will be by postal service mail-in ballots or by casting ballots on a secure website (including those for amendments to the Constitution) received by the Chairperson of the Nominations Committee or another individual designated by the President thirty (30) days prior to the Annual Meeting. The Chairperson shall notify candidates of election results in writing within 15 days (i.e., 15 days prior to the Annual Meeting).

Section 2. *Membership Committee.* The Membership Committee shall review applications for membership in the Society. At its discretion, the Committee shall grant Provisional standing to

qualified nominees, who also submit dues with their applications for membership, after the Annual Meeting and prior to 1 February of the next year. Its recommendations will be submitted to the Council before the Annual Meeting. The Committee shall be composed of three members, one member per year appointed by the President and serving a term of three years. During the third year of a term that member shall serve as Chairperson.

Section 3. *Finance Committee.* A Finance Committee shall be appointed by the President to audit the finances of the Society and report to the membership at the Annual Meeting. The Committee will also be responsible for the solicitation, by various mechanisms, of funds from potential sponsors, corporate and otherwise as well as the evaluation of alternatives for financial investment. The Committee shall be composed of three members, one member per year appointed by the President and serving a term of three years. During the third year of a term that member shall serve as Chairperson.

Section 4. *Publications Committee.* The Society shall elect ten (10) members to a Publications Committee (see Article V) for terms of three (3) years by the methods used to elect officers and councilors (Article III). Three (3) or four (4) members shall be elected every year.

Section 5. *Journal Committee.* The Society shall have one representative to the Journal Committee, who will be the chairperson of the Publications Committee. The remainder of the committee will consist of one representative from the other sponsoring society, one representative of the Publisher, and the current Editor-in-Chief. This committee will be responsible for discussing editorial matters of interest to and concern of the sponsoring societies and for appointing or reappointing the Editor-in-Chief.

Section 6. *Constitution and Bylaws Committee.* The Constitution and Bylaws Committee shall suggest changes in the Constitution and Bylaws of the Society. The Committee also shall consider suggested changes submitted by Council or members of the Society and keep the Constitution up to date. Proposed revisions and/or amendments of the Constitution and Bylaws will be placed in final form by the Committee and electronically mailed to the membership together with the appropriate discussions (see Articles VII). The Committee shall be composed of three members, one member per year appointed by the President and serving a term of three (3) years. During the third year of his (her) term, a member shall serve as Chairperson. In addition, the President shall serve as an ex-officio member of the Committee.

Section 7. *Public Affairs Committee.* The Public Affairs Committee shall have three functions: (1) Develop informational and educational materials concerning Society activities and other relevant subjects. (2) Recommend individuals with special expertise, either within or outside the Society, when requested by various groups or government agencies. (3) Respond to specific inquiries from outside groups either directly or through the use of subcommittees appointed by the Chairperson. Actions taken by the Committee or subcommittees will be conducted with approval of the Society's President and/or Council. The Committee shall consist of a Chairperson and six (6) members, and will include representation from various sectors, such as basic and clinical sciences, industry and government. The Chairperson shall be appointed by the President with the approval of Council and shall serve a term of three (3) years. Two (2) Committee members per year shall be appointed by the President, following consultation with the Chairperson, and shall serve a term of three years.

Section 8. *Awards Committee.* The Awards Committee shall consist of three members of the Society, with a new member appointed each year by the President. Each member serves a three-year term and serves as the Committee Chair in the last year of his/her term. The Awards Committee judges the applications for Travel and New Investigator awards. Travel awards are designed to defray a portion or all of the cost of travel to the annual meeting for graduate students, postdoctoral fellows and laboratory assistants who have contributed significantly to research. Travel award applicants must be first author and presenter of a paper or poster at the Society's annual meeting. The New Investigator award is for the best paper by a new investigator in the field. The paper must either be published or in press in the calendar year prior to the annual meeting. The applicant must be first author of the paper and must be a doctoral student or have completed a doctoral degree within the previous three years. The winner's expenses associated with travel to the meeting will be paid by the Society, and the winner will present the paper at the Society's annual meeting. There is no requirement that nominees or nominators be members of

the Society. Committee members cannot nominate applicants for awards, and precautions shall be taken to avoid any other conflict of interest.

Section 9. Other Committees. Other committees necessary to promote the objectives of the Society shall be appointed by the President to serve through her (his) term of office, and shall be subject to re-appointment by a majority vote of Council at which a quorum is present during the Annual Meeting which marks the end of the appointing President's term and annually thereafter. Failure of the Council to consider the continuance of a thus appointed committee at its Annual Meeting shall be construed as approval for the committee to continue for another year.

Article VII—Adoption and Amendment of Constitution and Bylaws

This Constitution shall take effect immediately upon its adoption. The Constitution and Bylaws may be adopted, amended, or rescinded by a majority vote of those responding to a postal service mail-in ballot or by electronic balloting, including but not limited to e-mail ballots or by casting ballots on a secure website, providing that notice of the proposed action shall be given by the Secretary in writing to the members of the Society no later than seventy-five (75) days before the Annual Meeting, and that the ballot is received by the Secretary thirty (30) days before the meeting.

Article VIII—Purposes

The Neurobehavioral Teratology Society is organized exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article IX—Dissolution

Upon the dissolution of the Society the Council shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations, organized or operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Council shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Bylaws

Article I—Members and meetings of members

Section 1. Annual Meeting. The Annual Meeting shall be held jointly with the Annual Meeting of the Teratology Society by mutual agreement at the time and place specified by the Teratology Society. The Council shall be authorized to alter such announced arrangements as, in its best judgment, the interests of the Society shall require.

Section 2. Special Meetings. Special meetings of the Society may be called at any time by the President or Secretary at the request of the Council or on receipt of the written request of not less than one-third of the Regular members.

Section 3. Notice of Meetings. Notice of the time, place and purposes of meetings of the Society shall be sent to members at least three months before the meeting.

Section 4. Quorum. Ten (10) percent of the membership shall constitute a quorum at the Annual Meeting. A meeting may be adjourned by vote of a majority of the members present. At any meeting at which a quorum shall be present any business of the Society may be transacted, except as specified in Article III, section 2, election and qualifications, Article VI, section 1, nominations committee, and Article VII of the Constitution, amendment of the Constitution and Bylaws.

Section 5. Voting. At every meeting of the Society or via postal service mail-in ballot or by electronic balloting, including but not limited to e-mail ballots or by casting ballots on a secure website, each non-Provisional member shall be entitled to one vote, except Sustaining Members, whose representatives shall not be entitled to a vote.

Section 6. Business of the Annual Meeting. The business of the Annual Meeting of the Society shall be:

- a. To announce Officers elected by postal service mail-in ballot or electronic voting as prescribed by the Constitution;
- b. To fix the annual dues for the various types of memberships;
- c. To consider the annual financial statement and the balance sheet presented by the Council and to arrange for such action to be taken thereon as may seem appropriate;
- d. To consider reports of the Officers, Council and Committees and motions relating to the adoption of such reports in whole or in part and to arrange for such action to be taken thereon as may seem appropriate;
- e. To instruct the Council concerning actions to be taken in the pursuit of the objectives of the Society;
- f. To consider such resolutions as can properly be considered by the Society with regard to the objectives of the Society;
- g. To vote on all memberships.

Article II—Officers of the society

Section 1. Duties. The officers of the Society shall perform the duties usually performed by such officers, together with such duties as shall be prescribed by the Constitution or Bylaws or by the Society or Council.

Section 2. The President. The President shall preside at all meetings of the Society and of the Council. He or she shall be a non-voting *ex officio* member of all committees, except the Nominations Committee. He or she shall have general charge and supervision of the business and affairs of the Society. He or she shall be responsible for selection of papers and addresses presented at the Annual Meeting of the Society during the year of his (her) tenure.

Section 3. The President-Elect. President-Elect will plan the annual meeting for the year in which he or she will become the President. At the request of the President, or in the event of his (her) absence or disability, the President-Elect at any time and from time to time may perform any and all duties of the President.

Section 4. The Secretary. The Secretary shall attend and keep the minutes of all meetings of the Society and of the Council. He or she shall have charge of such books, documents, and papers as the Council may determine. He or she shall give all the notices of the Society and shall specifically issue notice of each Annual Meeting and of the Council Meeting. He or she shall be responsible for the processing of the applications for membership in the Society and shall process changes in the membership list, including resignations, deaths, and address changes. He or she shall be responsible for editing and transmitting Society business for publication in the Journal to the Editor-in-Chief.

Section 5. The Treasurer. The Treasurer shall have custody of all funds and securities of the Society, subject to such regulations as may be imposed by the Council. He or she shall keep the financial records of the Society and shall enter therein full and accurate account of all moneys received or paid or obligations incurred on account of the Society, and he or she shall exhibit such records at all reasonable times to any member of the Society on application of such member at the office of the Treasurer. He or she shall be responsible for the collection of dues and keep proper records of payment of dues. He or she may be required to give bond for the faithful performance of his (her) duties in such sum and with such sureties as the Council may require.

Section 6. The Archivist. The Archivist shall maintain the Society's records to provide historical information regarding the Society and its members.

Article III–Council

Section 1. Meetings. The Council shall meet at the location of each Annual Meeting for the purpose of organization and the transaction of appropriate business. Special meetings may be held at the request of the President or four members of the Council.

Section 2. Notice of Meetings. Notice of all meetings of the Council shall be given by the Secretary by electronic mailing the same at least thirty (30) days before the meeting to all members of Council.

Section 3. Chairperson. At all meetings of the Council, the President, or in his (her) absence, the President-Elect, shall preside.

Section 4. Quorum. At all meetings of the Council, the majority of the members thereof shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Council members present at any meeting at which there is a quorum shall be the act of the Council, except as may be otherwise specifically provided by law.

Section 5. Contracts and Services. The Council members and Officers of the Society may be interested directly or indirectly in any contract relating to the operations conducted by the Society or in any contract for furnishing supplies thereto. No transaction entered into by the Society shall be affected by the fact that the Council members or officers of the Society were personally interested in it; and every Council member and Officer of the Society is hereby relieved from any disability resulting from holding such office that might otherwise prevent his (her) contracting with the Society for the benefit of himself (herself) or of any firm, association or corporation in which he or she may be in any way interested.

Section 6. Compensation. Council members as such shall not receive any salary for their services. The Council shall have power at its discretion to contract for and to pay to Council members rendering unusual or exceptional services to the Society special compensation appropriate to the value of such services.

Section 7. Journal Policy. The Council may advise the Publications Committee on journal policy. Council has governance over the Publications Committee. The Publications Committee chairperson shall report annually to the Council and the Society on the activities of the Publications Committee and shall serve as the Council's representative to the Editor-in-Chief, the Publications Committee, the Journal Committee, the Publisher, and other societies, which sponsor the Journal.

Article IV–Subscription to the journal

Section 1. Subscription to the Journal shall be considered an integral part of an active (regular and combined) membership. Society dues shall be set by the Council to include an

amount adequate to cover subscription to the Journal and approved by the membership at the Annual Meeting.

Article V–Dues

Each active member shall pay to the Society annual dues of such amount as may from time to time be prescribed by the Council and approved by the membership. Dues shall not be less than the cost of the Journal subscription for all classifications of members required to subscribe. Members who have not paid their dues by December 31 of each year will not receive the Journal.

Article VI–Annual and financial reports

The Council shall annually submit to the Society at the Annual Meeting for adoption and approval a report on the general state of the Society for the past year, a balance sheet, and financial statement for the past year.

Article VII–Reimbursement of council members and officers

Each Council member or Officer or former Council member or Officer of the Society or any person who shall serve or may have served at its request as a director or as an officer of another society, corporation, or organization in which it owns shares of capital stock or of which it is a creditor shall be indemnified by the Society against expenses actually and necessarily incurred by him (her) in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of his (her) being or having been a Council member or an Officer of the Society, or a director or an officer or a director and officer of such other society, corporation, or organization, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his (her) duties as such Council member or Officer.

Article VIII–Contracts

The Council, except as in these Bylaws otherwise provided, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances; and unless so authorized by the Council, no Officer, agent, or employee shall have power or authority to bind the Society by contract or engagement or to pledge its credit or render it liable pecuniarily for such purpose or to any amount.

Article IX–Fiscal year

The fiscal year of the Society shall begin on the first day of January each year and shall end on the thirty-first day of December of the same year.